The Limestone County Commission met in a regular meeting today, at 10:00 a.m. at the Clinton Street Courthouse Annex, 100 South Clinton Street, Athens, Alabama.

Present: Stanley Hill, Steve Turner, Jason Black, and Ben Harrison. Absent: None. Mark Yarbrough, Chairman presided.

The meeting began with the Pledge of Allegiance.

**MOTION** was made by Jason Black and seconded by Steve Turner to approve the minutes of June 18, 2018.

The Chairman asked if there was any discussion. There was no discussion. The Administrator called the roll. Jason Black, aye; Steve Turner, aye; Stanley Hill, aye; and Ben Harrison, aye. Motion carries unanimously.

**MOTION** was made by Steve Turner and seconded by Stanley Hill to approve the following claims

6/13/18	Check # 48920	\$ 92,850.00
6/15/18	Check # 48921 - 48994	\$567,498.92
	(voids 48939, 48963, 48964, 48991, 48992)	• •
6/19/18	Check # 48995	\$ 25,707.59
	TOTAL	\$686,056,51

with detailed claims of the above being on file for review upon request to the County Administrator.

The Chairman asked if there was any discussion. There was no discussion. The Administrator called the roll. Steve Turner, aye; Stanley Hill, aye; Jason Black, aye; and Ben Harrison, aye. Motion carries unanimously.

**MOTION** was made by Jason Black and seconded by Steve Turner to approve the following resolution and Carpenter Tax Abatement.

# MINUTES OF A REGULAR PUBLIC MEETING OF THE LIMESTONE COUNTY COMMISSION

The members of the LIMESTONE COUNTY COMMISSION held a regular public meeting at the Clinton Street Courthouse Annex, 100 South Clinton Street, Athens, Alabama, on July 2, 2018, at 10:00 a.m. The following members of the Limestone County Commission were present at the meeting:

<b>Board Member</b>	PRESENT	ABSENT
Jason Black	X	
Ben Harrison	X	
Stanley Hill	X	
Steve Turner	X	
Mark Yarbrough	X	

Mark Yarbrough acted as chairman of the meeting, and Pam Ball acted as secretary of the meeting. A quorum being present, the Chairman declared the meeting open for the transaction of business.

The following written resolution was introduced:

**BE IT RESOLVED** by the members of the **LIMESTONE COUNTY COMMISSION** (the "Commission"), as follows:

Section 1. The Commission does hereby find, declare, and ascertain as follows: that in order to promote local industrial and commercial development, Carpenter Technology Corporation, a Delaware corporation (the "Company"), proposes to develop, construct, equip, and install a new state-of-the-art "Emerging Technology Center" at its existing specialty alloy manufacturing facility located in unincorporated Limestone County, Alabama (the "County") at 22110 Thomas L. Hammons Road (the "Facility") wherein the Company will undertake, among other key growth initiatives: additive manufacturing technology development and pilot production, titanium powder technology development, soft magnetic technology development, and expanded powder production (the development and construction of the Emerging Technology Center, together with the installation and equipping of necessary furniture, fixtures, equipment, and other personal property at the Emerging Technology Center and subsequent operation of the Emerging Technology Center hereinafter sometimes collectively referred to as the "Project"); that the Project would promote trade and commerce in the State of Alabama and the County; that in order to induce the Company to develop, construct, install, and equip the Project, it is desirable and appropriate for the Commission to offer to abate certain state and county ad valorem taxes and sales and use taxes with respect to the Project; that the Company has made an application for abatement of ad valorem taxes and sales and use taxes for the Project, pursuant to Chapter 9B of Title 40 of the Code of Alabama (1975). as amended (herein called the "Act"), as provided in the "Application to Local Granting Authority for Abatement of Taxes" presented to the meeting at which this resolution is adopted (such application is attached hereto as Exhibit "A" and made a part of this resolution as if fully and completely set forth herein); and that in order to further induce the Company to move forward with the Project, it is desirable and appropriate for the Commission to grant said tax abatements.

Section 2. Pursuant to the provisions of the Act, the Commission hereby grants to the Company abatements of Construction Related Transaction Taxes associated with the Project to the fullest extent allowed under the Act and abatements of Noneducational Ad Valorem Taxes for a period of ten (10) years for each piece of property obtained by the Company for the Project, said abatement to start on a property-by-property basis on the October 1st following the date on which such property is or becomes owned, for federal income tax purposes, by the Company.

The terms "Construction Related Transaction Taxes" and "Noneducational Ad Valorem Taxes" shall have the same meaning herein as in the Act.

Section 3. In order to induce the Company to develop, construct, install, and equip the Project in the County, the Chairman of the Commission is hereby authorized to execute and deliver, for and in the name and behalf of the Commission, a so-called "Tax Abatement Agreement," to provide for the abatements granted in Section 2 above between the County and the Company in substantially the form presented to the meeting at which this resolution is adopted (which form is attached hereto as Exhibit "B" and made a part of this resolution as if fully and completely set forth herein) with such changes, not inconsistent with the provisions hereof, as the Chairman of the Commission shall determine to be necessary or desirable in order to consummate the transactions authorized by this resolution and the County Administrator is hereby authorized to affix the seal of the County to said Tax Abatement Agreement and to attest the same.

Section 4. General Authorization. The Chairman of the Commission and the County Administrator are hereby further authorized and directed to execute, deliver, seal, and attest such other ancillary documents and certificates as may be necessary to effect the transaction authorized by this resolution.

Section 5. Severability Provisions. The various provisions of this resolution are hereby declared to be severable. In the event any provision hereof shall be held invalid by a court of competent jurisdiction, such invalidity shall not affect any other portion of this resolution.

Section 6. Contract. The terms of this resolution shall be deemed a contract with the Company, and may not be rescinded or amended by the Commission without the express, written consent of the Company.

Jason Black moved that the foregoing resolution be adopted, which motion was seconded by Steve Turner, and, upon the same being put to vote, the following vote was recorded:

<b>Board Member</b>	YEAS:	NAYS:	ABSTENTIONS:
Jason Black	X		
Ben Harrison		X	
Stanley Hill	X		
Steve Turner	X		
Mark Yarbrough			

The Chairman thereupon announced that the motion for the adoption of said resolution had been carried.

There being no further business to come before the meeting, the same was adjourned upon motion duly made, seconded and unanimously adopted.

Mark Yarbrough Chairman
Pam Ball
County Administrator

#### **Exhibit A**

Application to Local Granting Authority for Abatement of Taxes

# ALABAMA DEPARTMENT OF REVENUE Application to Granting Authority for Abatement of Taxes Under Chapter 9B, Title 40, Code of Alabama 1975

Non-educational Sales and Use Taxes, Noneducational Property Taxes, and/or Mortgage and Recording Taxes This form Is to be submitted to the granting authority for consideration in granting an abatement of all state and local noneducational property taxes, all construction related transaction (sales and use) taxes, except those local construction related transaction taxes levied for educational purposes or for capital improvements for education, and/or mortgage and recording fees, in accordance with the provisions of Section 40-98-1 et seq., Code of Alabama 1975.

1a. TYPE OF ABATEMENT APPLYING FOR:				2. PROJECT NAICS	
				CODE:	xxxxx
	Property Taxe		Recording Taxes		
	ABATEMENT F ΓHAN 10 YEAR	OR A PERIOD LONGER S?		•	ent facility" under Ala. Code 40-9B-3(a)(23)
	□ YES ⊠ NC	)	□New Project ⊠ M	lajor Addition To An Existir	ng Facility
4. DOES MAJOR ADDITION EQUAL THE LESSER	OF: (CHECK A	PPLICABLE BOX)			
\$2,000,000 − OR −	riginal cost of	existing property, original	al cost \$		
5. PROJECT APPLICANT:		······································	DBA;		
Carpenter Technology Center					
6. ADDRESS OF APPLICANT:	***************************************	······································	CITY:	***************************************	STATE: ZIP CODE:
1735 Market Street, 15th Floor			Philadelphia		PA 19103
7. NAME OF CONTAGT PERSON:		EMAIL ADDRESS:			TELEPHONE NUMBER:
James D. Dee		jdee@cartech.com			(610) 208-3423
8. DATE COMPANY ORGANIZED:					
01/01/1904					
9. PHYSICAL LOCATION OF PROJECT	CT:				
22110 Thomas L. Hammons Road					
CITY (IF OUTSIDE PLEASE INDICAT	E):	CC	DUNTY:		ZIP CODE:
Unincorporated Limestone County		Lin	nestone	3	35671
10. BRIEF DESCRIPTION OF PROJECT (ATTACH BY GRANTING AUTHORITY).	A COMPLETE	AND DETAILED LISTING O	F PROJECT PROPERTY	COSTS TO ENABLE A CO	OST/BENEFIT ANALYSIS
Develop, construct, install, and	equip a s	state-of-the-art "E	Emerging Techn	ology Center".	
, , ,			5 5	37	
11. ESTIMATED DATE CONSTRUCTION WILL BEG	SIN: 12.	ESTIMATED DATE CONS	TRUCTION BE COMPLET		MATED DATE PROPERTY WILL BE
07/02/2018	0-	7/01/2023			IN SERVICE:
	0,	, 0-, 2020		07/01,	/2023
14. HAVE BONDS BEEN ISSUED FOR PROJECT:			15. WILL BONDS BE ISS	UED FOR PROJECT	
⊠ No □ Yes If ves. date bonds	issued:		No □ Yes	If yes, project	ed date of issue:

16. ESTIMATED NUMBER OF NEW EMPLOYEES	17. ESTIMATED ANNUAL PAYROLL OF NEW EMPLOYEES	Estimated Investment for Project		OST OR VALUE FOR PROPERTY TAX	19. (	COST SUBJECT TO SALES TAX
	\$0	a. Land (if donated, show market value), . ,		\$0	XX	(XXXXXXX
YEAR	YEAR 1		18b			
10	\$ 700,000	b. Existing Building(s) (if any)		\$0	XX	<b>XXXXXXXX</b>
20	\$ 1,400,000	c. Existing Personal Property (if any)	18c	\$0	XX	«xxxxxx
30	\$ 2,100,000	d. New Building(s) and/or New Additions to Existing Building(s) (19d = building materials only)	18d	\$ 8,500,000	19d	\$ 4,250,000
application to the	be used as the granting authority	e. New Manufacturing Machinery	18e	\$ 35,500,000	19e	\$ 35,500,000
Of Alabama 197	on 40-9B-6(a), Code '5. The information required by Section	f. Other New Personal Property  (non-mfg machinery, office equipment, computers, etc.)		\$ 8,000,000		\$ 8,000,000
	tion 40-2-11(7), Code	g. TOTALS (PROPERTY TAX TOTAL MUST EQUAL TOTAL PROJECT INVESTMENT. SALES TAX TOTAL WILL BE LESS.)	18g	\$ 52,000,000		\$ 47,750,000

The abatement of noneducational property taxes is based on the market value of specific assets; therefore, the actual amount of taxes abated is determined each year as the property

is assessed and valued. An abatement of noneducational sales and use taxes shall apply only to tangible personal property and taxable services incorporated into private use industrial properly, the cost of which may be added 10 capital account with respect to the property, determined without regard to any rule which permits expenditures properly chargeable to capital account to be treated as current expenses. No abatement of sales and use taxes shall extend beyond the dale private use industrial property is placed in service. A verification inspection of qualifying properly will be conducted by the Alabama Department of Revenue to insure compliance with Section 40-98-1 et seq.t Code of Alabama 1975, as amended.

I hereby affirm that, to the best of my knowledge and belief, the information in this application and any accompanying statement, schedules, and other information is true, correct and complete.

Jeffrey C. Vanino

#### **CARPENTER TECHNOLOGY CORPORATION**

Jeffry C. Vanisco
Assistant Treasurer

SIGNATURE

Assistant Treasurer

TITLE

DATE

#### **Equipment List**

Furnaces \$16,525,000
Additive manufacturing \$10,625,000
Machine shop equipment \$4,943,000
Laboratory equipment \$1,875,000
Environmental equipment \$1,780,000
Mechanical processing \$5,802,000
Storage tanks \$1,950,000
Total \$43,500,000

Exhibit B
Tax Abatement Agreement

#### TAX ABATEMENT AGREEMENT

THIS TAX ABATEMENT AGREEMENT (this "Agreement") is made and entered into as of this the 2nd day of July 2018, by and between LIMESTONE COUNTY, ALABAMA, a political subdivision of the State of Alabama (the "County"), and CARPENTER TECHNOLOGY CORPORATION, a Delaware corporation (the "Company"). The parties to this Agreement are sometimes referred to individually as a "Party," and, collectively, as the "Parties."

#### WITNESSETH:

WHEREAS, the Company is a specialty alloy manufacturer that owns and operates an existing facility located in unincorporated Limestone County at 22110 Thomas L. Hammons Road (the "Facility"); and

WHEREAS, in order to promote local industrial and commercial development, the Company proposes to develop, construct, equip, and install a new state-of-the-art "Emerging Technology Center" at the Facility wherein the Company will undertake, among other key growth initiatives: additive manufacturing technology development and pilot production, titanium powder technology development, soft magnetic technology development, and expanded powder production (the development and construction of the Emerging Technology Center, together with the installation and equipping of necessary furniture, fixtures, equipment, and other personal property at the Emerging Technology Center and subsequent operation of the Emerging Technology Center hereinafter sometimes collectively referred to as the "Project"); and

WHEREAS, the Company expects to invest approximately \$52,000,000 to develop, construct, equip, and install the Project and employ approximately 60 or more employees at the Project; and

WHEREAS, the Company has requested that the County grant certain tax abatements with respect to the Project pursuant to the provisions of Act No. 92-599 enacted during the 1992 Regular Session of the Legislature of Alabama and now codified as Chapter 9B of Title 40 of the Code of Alabama (1975), as amended (the "Act"), and filed the related Application to Local Granting Authority for Abatement of Taxes, a copy of which is attached hereto as Exhibit A (the "Application"), and the Limestone County Commission has by resolution duly approved the grant of such abatements at a regularly scheduled public meeting of the Limestone County Commission held on July 2, 2018; and

WHEREAS, the County represents and warrants to the Company that it is authorized under the constitution and laws of the State of Alabama, including the provisions of the Act, to carry out the provisions of this Agreement; and

WHEREAS, the Project will be a research and development facility that constitutes a qualifying "industrial or research enterprise" within the meaning of the Act; and

WHEREAS, the County has found the information contained in the Application to be sufficient to permit the County to make a reasonable cost/benefit analysis of the Project and to determine the economic benefits to the community; and

WHEREAS, the County has determined that the Company should be granted the abatement of taxes provided herein in order to encourage and induce the Company to locate and develop, construct, equip, and install the Project within the County and the State of Alabama.

NOW, THEREFORE, in consideration of the mutual covenants and promises set forth herein, and for other good and valuable consideration, the Parties agree as follows:

- ABATEMENTS: Pursuant to the Act, the County hereby grants to the Company abatements of Noneducational Ad Valorem Taxes for a period of ten (10) years for each piece of property obtained by the Company for the Project, said abatement to start on a property-by-property basis on the October 1st following the date on which such property is or becomes owned, for federal income tax purposes, by the Company, and abatements of Construction Related Transaction Taxes associated with the Project to the fullest extent allowed under the Act. The terms "Noneducational Ad Valorem Taxes" and "Construction Related Transaction Taxes" shall have the same meaning herein as in the Act. As a basis for the abatements granted by the County, the County hereby finds and declares (in reliance, in part, upon certain information supplied by the Company) as follows:
- (a) The estimated amount of each abatement applicable to the Company's investment in the Project is as follows:
  - (i) Noneducational Ad Valorem Taxes: \$1,242,955; and
  - (ii) Construction Related Transaction Taxes: \$1,022,500.
- (b) ESTIMATIONS ARE NOT LIMITATIONS: The estimates of tax abatements contained in the preceding subparagraph and in the Application are estimates and not restrictions or limitations. It is the intent of this Agreement that the abatements be granted in accordance with this Paragraph (1) whether or not such abatement materially exceeds or is less than the estimated amounts.
- (2) GOOD-FAITH PROJECTIONS: The Company hereby makes the following good-faith projections:
  - (a) Amount to be invested in the Project: \$52,000,000
- (b) Number of new employees to be employed initially at the Project and number of new employees in each of the succeeding three years:

Initially	0
Year 1	10
Year 2	20
Year 3	30

Annual payroll of new employees initially at the Project and annual payroll of new employees in each of the succeeding three years:

Initially	\$0
Year 1	\$700,000
Year 2	\$1,400,000
Year 3	\$2,100,000

- (3) FUTURE TAX CHANGES: The abatements granted to the Company by the County herein extend to any future noneducational ad valorem taxes, all future state sales and use taxes, and all future local noneducational sales and use taxes. Thus, if any additional noneducational taxes are levied by any city or county, the state, or other governmental entity to which the Company would otherwise be subject, then as provided in this Agreement, the Company shall receive an abatement from such taxes.
- (4) TITLE TO PROPERTY: The abatements provided for in this Agreement shall be effective regardless of whether title to the real and personal property constituting the Project is vested (for common law purposes, for federal income tax purposes, or for any other tax purposes) in the Company, the County, any public corporation, the lender of funds to the Company, or any leasing company holding title to any portion of the Project, any receiver, trustee, or other fiduciary on behalf of the Company or either of their creditors, any trustee in bankruptcy or debtor-in-possession of the Company, a Project contractor or subcontractor, or a Project vendor.
- (5) FURTHER ASSURANCES AND COOPERATION: Each Party shall execute such additional documents and instruments as may reasonably be required by the County and will take all reasonable and necessary steps and actions to ensure that the Company receives the abatement of taxes set forth in this Agreement. Further, the County will not take any actions that would undermine or circumvent the intent of this Agreement.
- (6) AMENDMENT IN WRITING: This Agreement may not be amended, modified, altered, changed, terminated, or waived in any respect whatsoever, except by a further agreement in writing, properly executed by all the Parties.
- (7) SEVERABILITY: All of the terms, provisions, and conditions of this Agreement shall be deemed to be severable in nature. If for any reason any of the provisions hereof are held to be invalid or unenforceable to any extent, to the extent that the remaining such provisions are valid and enforceable, the parties hereto intend for the remaining provisions of this Agreement to be interpreted in a manner so as to provide for maximum validity and enforceability of the abatements granted under this Agreement.
- (8) SUCCESSORS AND ASSIGNS: This Agreement shall bind the Parties and their respective successors and assigns. The abatements shall be available to any successor owner or assignee of the Project or any portion thereof that operates the Project or such portion thereof as an industrial or research enterprise, as such term is defined in the Act, as from time to time amended, including without limitation any developer/lessor, any leasing company, and any

affiliate of the Company, to the same extent that such abatements would have been realized by the Company had it continued to own the Project or such portion. The Company may freely assign all or part of the abatements granted herein.

- (9) CONSTRUCTION: This Agreement shall be liberally construed to effectuate the granting of the abatements intended to be provided by this Agreement.
- (10) COUNTERPARTS: This Agreement may be executed in counterparts, all of which together shall constitute one agreement binding on all the Parties hereto, notwithstanding that all of the Parties are not signatories to the original or same counterpart.

IN WITNESS WHEREOF, the County has caused this Agreement to be executed in its name and on its behalf, by its duly authorized officer, and the Company has caused this Agreement to be executed in its name and on its behalf, by its duly authorized officer, effective the date and day first above written.

ATTEST:	LIMESTONE COUNTY, ALABAMA	
Pam Ball	Mark Yarbrough	
County Administrator	Chairman, Limestone County Commission	
	CARPENTER TECHNOLOGY CORP.	
	James D. Dee	

The Chairman asked if there was any discussion. Ben Harrison stated he is opposed to granting the tax abatement, it's a government entity providing a thing of value to a forprofit company. The Administrator called the roll. Jason Black, aye; Steve Turner, aye; Stanley Hill, aye; and Ben Harrison, nay. Motion carries 3/1.

**MOTION** was made by Stanley Hill and seconded by Steve Turner to approve the following budget revision:

Department	Account Number	Title of Line Item	Amount
District 1	104-45416	Solid Waste Fee	-\$33,849.25
	104-54150-113	Salaries	+\$13,000.35
	104-54150-219	Other Miscellaneous	+\$20,848.90

The Chairman asked if there was any discussion. There was no discussion. The Administrator called the roll. Stanley Hill, aye; Steve Turner, aye; Jason Black, aye; and Ben Harrison, aye. Motion carries unanimously.

**MOTION** was made by Ben Harrison and seconded by Jason Black to award the following bid proposal to the lowest responsible bidder meeting specifications as follows:

Proposal No.	ltem	Awarded to	Amount
2651	Gasoline & Diesel	W. H. Thomas Oil Company, Inc.	\$0.30
			margin over rack

The Chairman asked if there was any discussion. There was no discussion. The Administrator called the roll. Ben Harrison, aye; Jason Black, aye; Stanley Hill, aye; and Steve Turner, aye. Motion carries unanimously.

**MOTION** was made by Jason Black and seconded by Steve Turner to approve Family Medical Leave for Justin Bommarito beginning June 15, 2018 until July 9, 2018.

The Chairman asked if there was any discussion. There was no discussion. The Administrator called the roll. Jason Black, aye; Steve Turner, aye; Stanley Hill, aye; and Ben Harrison, aye. Motion carries unanimously.

**MOTION** was made by Ben Harrison and seconded by Jason Black remove the following equipment from inventory:

Department	ltem	Inventory #
Engineering Dept.	Phone Service	4337
District 4	Office & Shed (deemed loss by insurance)	

The Chairman asked if there was any discussion. There was no discussion. The Administrator called the roll. Ben Harrison, aye; Jason Black, aye; Stanley Hill, aye; and Steve Turner, aye. Motion carries unanimously.

The Chairman opened the public hearing regarding the county's intention to apply for a State of Alabama (ADECA) Community Development Block Grant (CDBG).

Mr. Lucas Blankenship, TARCOG Director of Economic Development & Planning, conducted the public hearing. He stated the County is proposing to move forward with an application to provide funding for the development of water system improvements within the Tanner community. The proposed project will implement new water lines to replace those that are becoming problematic due to age. In addition, the project will add additional fire hydrants to the area. The total project is estimated at approximately \$2,000,000.00. The project proposal will request grant funds in the amount of \$350,000.00; the Limestone County Water and Sewer Authority will provide all required

match funding to implement the project. The project, if funded, will benefit 378 residential beneficiaries, Tanner High School and multiple businesses. Of the 378 residential beneficiaries, 88% are considered to be low to moderate income.

No one spoke in opposition. Resolution and MOU to move forward with the application will be presented at the July 16<sup>th</sup> Commission meeting.

Commissioner Turner reported the Jones Road project is being completed. His district is mowing ditches, and clearing limbs and debris from storm. He issued a reminder that the county has no private property authority.

Commissioner Black requested to add an equipment inventory change to the agenda.

**MOTION** was made by Jason Black and seconded by Ben Harrison to suspend the Rules of Order to add the equipment inventory change to the agenda.

The Chairman asked if there was any discussion. There was no discussion. The Administrator called the roll. Jason Black, aye; Ben Harrison, aye, Stanley Hill, aye; and Steve Turner, aye. Motion carries unanimously.

**MOTION** was made by Jason Black and seconded by Steve Turner approve the following items.

#### 1. Centerline and edge striping for the following roads

Road	From	То	Length	Cost
Mooresville	Will McComb	Hsv-Brownsferry	6.39 mi	\$12,517.27
Hsv-Brownsferry	Hwy 31	Mooresville	4.53 mi	\$ 8,875.68
Shaw	US 72	Nuclear Plant	6.15 mi	\$12,056.97
Snake	Shaw	End	8.17 mi	\$16,021.89

#### 2. Sell Bull Dozier on GovDeals, Inventory # 4964.

The Chairman asked if there was any discussion. There was no discussion. The Administrator called the roll. Jason Black, aye; Steve Turner, aye; Stanley Hill, aye; and Ben Harrison, aye. Motion carries unanimously.

Commissioner Harrison reported his district has completed the drainage pipe replacement project on Sugar Creek Road. He gave an update on the library's green space project for an outdoor classroom.

Chairman Yarbrough thanked everyone for attending and wished all a safe 4<sup>th</sup> of July.

Recessed at 10:22 a.m. until 10:00 a.m. on Wednesday, July 11, 2018, at the Washington Street Courthouse Annex, 310 West Washington Street, Athens, Alabama.